

**EXHIBIT 1**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	Case No. 03-12872 (JLP)
NORTHWESTERN CORPORATION,	)	Hearing Date: May 3, 2005
	)	at 9:30 a.m.
Debtor.	)	Related to Docket No. 2427

**AFFIDAVIT OF FRANCIS C. MORRISSEY**

I, Francis C. Morrissey, being duly sworn, hereby depose and say as follows:

1. I am an associate with the firm of Nixon Peabody LLP, attorneys for Law Debenture Trust Company of New York ("Law Debenture"). I submit this affidavit in support of Law Debenture's: (a) Request for Payment of Fees and Reimbursement of Expenses Pursuant to the Debtor's Plan of Reorganization and Applicable Trust Indenture; and (b) Request for Payment of Administrative Expenses Pursuant to 11 U.S.C. § 503. Unless otherwise stated in this Affidavit, I have personal knowledge of the facts set forth herein.

2. Attached as Exhibit A to this Affidavit is a true and correct copy of the Notice that the Debtor, Northwestern Corporation (the "Debtor") published on its web site concerning the payment of fees and expenses to indenture trustees following confirmation of its Second Amended Plan of Reorganization (the "Plan").

3. Attached hereto as Exhibit B to this Affidavit is a true and correct copy of the December 17, 2004 letter from John V. Snellings to Karol K. Denniston.

4. Attached hereto as Exhibit C to this Affidavit is a true and correct copy of the December 30, 2004 letter from John V. Snellings to Karol K. Denniston.

5. Attached hereto as Exhibit D to this Affidavit is a true and correct copy of Law Debenture's Notice of Deposition to Northwestern Corporation under Fed. R. Civ. Proc. 30(b)(6).

6. Attached hereto as Exhibit E to this Affidavit is a true and correct copy of the transcript of the Deposition of Kendall Kliever.

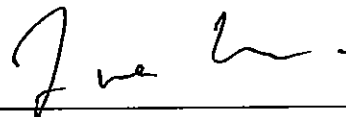
7. Attached hereto as Exhibit F to this Affidavit is a true and correct copy of HSBC Invoice No. 10027.

8. Attached hereto as Exhibit G to this Affidavit is a true and correct copy of LeBoeuf Lamb Greene & MacRay Invoice No. 377195.

9. Attached hereto as Exhibit H to this Affidavit is a true and correct copy of Pryor Cashman Sherman & Flynn LLP Invoice No. 158005.

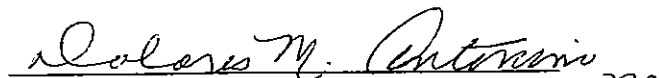
10. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 25 day of April, 2005.



Francis C. Morrissey  
Nixon Peabody LLP  
100 Summer Street  
Boston, MA 02110  
617-345-1658  
617-345-1300

Subscribed and sworn to before me this 25<sup>th</sup> day of April, 2005.

  
Notary Public Dolores M. Antonino  
My Commission Expires: June 19, 2005

# **EXHIBIT A**

## NORTHWESTERN CORPORATION

To the Indenture Trustees identified on  
the Distribution List hereto

Re: Northwestern Corporation, Debtor, Case No. 03-12872 (CGC), United States Bankruptcy Court for the  
District of Delaware

Please be advised that on October 19, 2004, the Bankruptcy Court for the District of Delaware entered its Order confirming Northwestern Corporation's Second Amended and Restated Plan of Reorganization dated August 18, 2004 (the "Plan"). A copy of the Confirmation Order is attached. NOR has designated November 1 as the Effective Date.

Upon the Effective Date of the Plan, Northwestern will be issuing two securities: 35,500,000 shares of Common Stock, \$.10 par value per share ("New Common Stock") with CUSIP number 668074 30 5, and warrants to purchase an additional 5,304,598 shares of the New Common Stock ("Warrants") with CUSIP number 668074 11 5.

The Plan provides for the following distributions as to Northwestern's outstanding debt and equity issues:

- *Class 5 Holders of Secured Bonds* (Pollution Control Bonds CUSIP numbers: 587850DB1, 795430ED5, 387793DM1, 387793DN9, 346668BP0, 346668BR6; Montana and South Dakota Mortgage Bonds CUSIP numbers: 668231AJ2, 668231AH6, 612085AV2, 612085AQ3, 612085AR1, 612085AS9, 61208QAD6, U6202MAA9) will continue to hold these bonds which shall be reinstated in full with no additional distributions (see Section 4.5(b) of the Plan);
- *Class 7 Holders of Unsecured Notes* (CUSIP numbers: 61208HAB0, 61208HAC8, 61208HAA2, 668074AB3, 668074AJ6, 668074AG2) will no longer have rights to these bonds, which shall be extinguished, annulled and cancelled in their entirety, and deemed null, void and worthless, automatically with no further action by the holders thereof, and the holders of allowed claims will be entitled to a pro rata share, together with Class 9 holders, of 32,660,000 shares of New Common Stock (see Section 4.7(c) of the Plan);
- *Class 8(a) Holders of Unsecured Subordinated Notes underlying Trust Preferred Securities* (CUSIP numbers: 629470204, 668031206, 668033202, 668034200) will no longer have rights to these notes or securities, which shall be extinguished, annulled and cancelled in their entirety, and deemed null, void and worthless, automatically with no further action by the holders thereof, and the holders of allowed claims will be entitled to a pro rata share of 2,278,769 (2,334,409 shares provided by the Plan less 55,640 shares allocated to the Indenture Trustee under its charging lien for payment of its fees and expenses) shares of New Common Stock and, together with holders of Class 8(b) who voted in favor of the distribution, a pro rata share of the 5,305,000 Warrants (see Section 4.8(a)(ii)(iii) of the Plan);
- *Class 8(b) Holders of Unsecured Subordinated Notes underlying Quarterly Income Preferred Securities* (CUSIP number 612083204), will no longer have rights to these notes or securities, which shall be extinguished, annulled and cancelled in their entirety, and deemed null, void and worthless, automatically with no further action by the holders thereof, and the holders of allowed claims who voted in favor of the distribution will be entitled to a pro rata share of 505,591 shares of New Common Stock and, together with holders of Class 8(a), a pro rata share of the 5,305,000 Warrants (see Section 4.8(b)(ii)(iii) of the Plan); and
- *Holders of Common Stock* (CUSIP number 668074107), will receive nothing under the Plan and the outstanding securities shall be extinguished, annulled and cancelled in their entirety, and deemed null, void and worthless, automatically with no further action by the holders thereof (see Section 4.13(b) of the Plan).

The Plan established October 20, 2004 as the Record Date for purposes of these distributions. The Confirmation Order entered in this case deemed "allowed" claims in Classes 7 (in the aggregate amount of \$898,264,683), Class 8(a) (in the aggregate amount of \$321,069,399) and Class 8(b) (in the aggregate amount of \$69,537,873). As of the Effective Date, Northwestern has made the required distributions of New Common Stock to LaSalle Bank National Association, Northwestern's transfer agent for the New Common Stock and Warrants ("Transfer Agent"), for further delivery through DTC to the holders in these Classes and the required distributions of Warrants to the Transfer Agent for the holders in Classes 8(a) and 8(b).

The Plan also establishes a Class 9 for holders of "general unsecured claims." Holders of "allowed" claims in Class 9 will also be entitled to a pro rata share of the 32,660,000 shares of New Common Stock allocated for Class 7 claims. However, because distributions can only be made as claims are deemed "allowed", the Debtor will be making multiple distributions to its Transfer Agent as claims are deemed "allowed".

Attached to this Notice is a schedule indicating, by CUSIP number, (i) the outstanding principal and interest owed under the various Class 7 Unsecured Notes, and outstanding shares of Class 8(a) and 8(b) Trust Preferred Securities, (ii) how the shares of New Common Stock and Warrants are to be allocated and (iii) setting forth the conversion ratio for each. Except with respect to shares of New Common Stock issued to Class 9 holders of general unsecured claims, the shares of New Common Stock and Warrants will be issued in book-entry-only form through the Depository Trust Corporation.

All of the fees and expenses of the Indenture Trustees will have been paid in full on the Effective Date with the exception of Wilmington Trust Company, Indenture Trustee for the Class 8(b) Trust Preferred Securities, which will receive shares of New Common Stock for its final fees and expenses.

To the extent you have questions regarding Northwestern's Plan and the distributions to be made thereunder, you may contact any of the following:

Northwestern Corporation  
605-978-2848  
605-978-2840 (fax)  
Attn: Roger Schrum ([roger.schrum@northwestern.com](mailto:roger.schrum@northwestern.com))

Paul, Hastings, Janofsky & Walker LLP  
404-815-2400  
404-815-2424 (fax)  
Attn: Karol Denniston ([karoldenniston@paulhastings.com](mailto:karoldenniston@paulhastings.com))  
Karen Leach ([karenleach@paulhastings.com](mailto:karenleach@paulhastings.com))

LaSalle Bank National Association (Transfer and Warrant Agent)  
312-904-2584  
312-904-2236 (fax)  
Attn: Joseph Pellicore ([joseph.pellicore@abnamro.com](mailto:joseph.pellicore@abnamro.com))

Kurtzmann Carson Consultants LLC  
310-823-9000  
310-751-1549 (fax)  
Attn: Chris Schepper ([cschepper@kccllc.com](mailto:cschepper@kccllc.com))

Bondholder Communications Group  
212-809-2663  
212-422-0790 (fax)  
Attn: Nancy Calloway ([ncalloway@bondcom.com](mailto:ncalloway@bondcom.com))

**Distribution List**

JP Morgan Chase Bank (Indenture Trustee for the South Dakota First Mortgage Bonds)  
Attn: Romano Peluso  
4 New York Plaza  
15th Floor  
New York, NY 10004

Bank of New York (Indenture Trustee for the Montana First Mortgage Bonds)  
Attn: Irene Siegel  
101 Barclay St  
New York, NY 10286

JP Morgan Chase Bank (Indenture Trustee for the Montana Pollution Control Bonds)  
Attn: Romano Peluso  
4 New York Plaza  
15th Floor  
New York, NY 10004

Wells Fargo NA (Indenture Trustee for the South Dakota Pollution Control Bonds)  
Attn: Lisa A. Miller  
608 2nd Avenue S  
MAC N9303-120  
Minneapolis, MN 55479

Wilmington Trust Company (Indenture Trustee for the Gas Transition Bonds)  
Attn: Patricia Evans VP  
1100 N. Market Street  
Wilmington, DE 19890

HSBC Bank USA (Indenture Trustee for the November 1, 1998 Indenture Claims)  
Attn: Robert Conrad  
10 East 40th Street  
New York, NY 10016-0200

HSBC Bank USA (Indenture Trustee for the December 1, 1989 Indenture Claims)  
Attn: Robert Conrad  
10 East 40th Street  
New York, NY 10016-0200

Wilmington Trust Company (Indenture Trustee for the Trust Preferred Securities)  
Attn: Sandra R. Ortiz  
1100 N. Market Street  
Wilmington, DE 19890

Law Debenture Trust Company of New York (Indenture Trustee for the Quarterly Income Preferred Securities)  
Attn: Daniel R. Fisher  
767 Third Avenue  
31st Floor  
New York, NY 10017

FINAL AND APPROVED  
FOR POSTING

## EXHIBIT A

Principal Amount Outstanding as of Record Date	Interest Accrued as of Record Date	Conversion Rate	Common Stock	Rate for Shares per Dollar	Rate for Shares per Share	Rate for Warrants per Share
Cusip Number						
Class 7 Securities						
668074AB3 (6.950%)	2412229	0.119577482	3378171.487	0.032173062		
61208HAA2 (7.960%)	80706	0.005656135	159790.8944	0.031958179		
61208HAB0 (7.070%)	215046	0.016938266	478521.2546	0.031901417		
61208HAC8 (7.875%)	319375	0.022620699	639055.1049	0.031952755		
668074AJ6 (8.750%)	20448264	0.545995265	15424857.64	0.032818846		
668074AG2 (7.875%)	9789063	0.289212153	8170503.515	0.032682014		
	33264683		28250900			
Shares						
Outstanding as of Record Date	\$ Value of Shares	Conversion Rate	Common Stock	Warrants	Rate for Shares per Share	Rate for Warrants per Share
Class 8(a) Securities						
629470204 (NWPS PFD)	34574100	0.107684196	245387.407	470159.1054	0.189605476	0.363281645
668031206 (NOR I PFD)	57452141	0.178939946	407762.8024	781268.2678	0.189015344	0.362150961
668033202 (NOR II PFD)	112932076	0.351737277	801528.002	1535717.309	0.189558226	0.363191115
668034200 (NOR III PFD)	116111082	0.361638581	824090.7886	1578947.317	0.189790836	0.363636793
	321069399		2278769	4366092		
Shares						
Outstanding as of Record Date	\$ Value of Shares	Conversion Rate	Common Stock	Warrants	Rate for Shares per Share	Rate for Warrants per Share
Class 8(b) Securities						
612083204 (MPC 8.45%)	69537873	1	505591	938506	0.194458077	0.360963846



# **EXHIBIT B**



**NIXON PEABODY LLP**  
ATTORNEYS AT LAW

100 Summer Street  
Boston, MA 02110-2131  
(617) 345-1000  
Fax: (617) 345-1300

John V. Snellings  
Direct Dial: (617) 345-1202  
E-Mail: jsnellings@nixonpeabody.com

December 17, 2004

**BY ELECTRONIC MAIL  
AND OVERNIGHT COURIER**

Karol K. Denniston, Esq.  
Paul, Hastings, Janofsky & Walker LLP  
600 Peachtree Street, N.E., 24<sup>th</sup> Floor  
Atlanta, GA 30308

Re: In Re: Northwestern Corporation

Dear Karol:

This letter will confirm receipt of your letter dated November 30, 2004 regarding Law Debenture Trust Company of New York's request for payment of its fees and expenses and those of its counsel. As you are aware, Law Debenture Trust Company of New York serves as Indenture Trustee for the QUIPS holders (in such capacity, "Law Debenture").

As you know, Law Debenture filed a Request for Payment of Fees and Reimbursement of Expenses (the "Fee Request") on December 1, 2004. The Fee Request provides the Debtor with additional information regarding the segregation of the fees and expenses that were originally provided to the Debtor on the Plan's Effective Date, November 1, 2004. We would like to hear from the Debtor as to any questions that it may have regarding the Fee Request as well as any additional information that it may desire at this time.

With the filing, the Debtor's request in Paragraph 2 of your letter has been addressed. You stated in your letter that the Debtor is willing to pay all reasonable and necessary legal fees and expenses of Law Debenture as Indenture Trustee under the QUIPS Indenture. The only exceptions you identified were those fees and expenses associated with the Adversary Proceeding and what you described as "contested bankruptcy motion practice and litigation." As you are aware, Magten and its counsel have taken the lead with respect to the Adversary Proceeding. As stated in the Fee Request, this has resulted in Law Debenture's fees and expenses associated with the Adversary Proceeding being comparatively small.

## NIXON PEABODY LLP

Karol K. Denniston, Esq.  
 December 17, 2004  
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With respect to fees and expenses relating to “contested bankruptcy motion practice and litigation,” I would like to point out that the fees and expenses of Wilmington Trust, as Indenture Trustee to the TOPrS, and HSBC, as Indenture Trustee to the senior debtor, have been paid in full, including significant fees and expenses of Wilmington Trust incurred in connection with its own objections to the Debtor’s Plan. It is also apparent that a significant portion of the fees and expenses of Harbert Management, a large TOPrS holder, have also been paid. Unlike the Wilmington Trust payment, the fees and expenses of Magten, a large QUIPS holder, are not included in Law Debenture’s fee request.

The Debtor should also recall that in connection with its objections to confirmation, Law Debenture filed no discovery upon the Debtor (as Wilmington and Harbert did), and only responded to discovery served by the Debtor. Given this conservative approach, it will be difficult for the Debtor to justify paying Wilmington, Harbert, and HSBC’s fees incurred in connection with objections to the Plan, and not Law Debenture’s. Given the plain language of the Plan and the representations made to the Court regarding payment of reasonable fees and expenses of the indenture trustees, Law Debenture should be treated in the same manner as Wilmington Trust and HSBC. Accordingly, with regard to Law Debenture’s fees and expenses associated with its objection to confirmation, Law Debenture expects its fees and expenses to be paid.

Given the breakdown of the categories of the Fee Request, the Debtor should have no objection to the payment of the categories that follow:

A. Communications with QUIPS Holders and general trust indenture administration	\$65,326.50
B. Participation in creditors committee and related matters	67,088.60
C. Review and analysis of general bankruptcy matters	88,735.00
D. Preparation of proof of claims	32,113.50
F. Plan and Disclosure Statement matters	452,688.90
Expense Reimbursement	21,994.49
Law Debenture’s Officer Time	129,564.00
Law Debenture’s Annual Administration Fee	45,000.00
Fees of Local Counsel, Smith Katzenstein & Furlow	8,047.50
TOTAL	\$910,558.49

NIXON PEABODY LLP

Karol K. Denniston, Esq.  
December 17, 2004  
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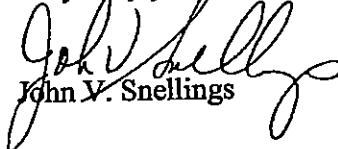
In my review of the docket and contrary to our previous conversations, I have not seen a fee request made by Wilmington Trust or HSBC. Has the Debtor come to some further agreement with regard to fee claims of Wilmington Trust and HSBC? Given that both Wilmington and HSBC have been paid without the need to file a request with the court or participate in the fee review process, we also need to discuss the Debtor's payment of fees and expenses incurred by Law Debenture in connection with preparing and prosecuting its Fee Request, which amounts are over and above the total listed above.

As for the Debtor's concern with respect to putting the QUIPS holders on notice of Law Debenture's intent to exercise its charging lien—the exercise of the lien is disclosed in the Fee Request as promised. Also, enclosed for your files is the form of notice to the Depository Trust Company ("DTC"), the sole registered holder of the QUIPS, sent on November 10, 2004, as well as a notice that Law Debenture requested DTC to send to all beneficial holders on December 16, 2004. Both notices outline Law Debenture's intent to exercise its charging lien with regard to distributions of the QUIPS holders.

Accordingly, the concern of notice should now be put to rest and we should move forward as expeditiously as possible to develop a mechanism to allow Option 2 holders to move to Option 1. It is Law Debenture's position that the present stay that is in place with regard to the Adversary Proceeding is not a barrier to the parties moving forward on this issue given the fact that we would be stipulating to a partial settlement of the dispute and not asking for a ruling on the legal controversies.

With regard to the total listed above, Law Debenture requests immediate payment without further delay. Please contact me at your earliest convenience to discuss payment of Law Debenture's fees and expenses not in controversy, as well as the Option 2 mechanism. I look forward to hearing from you shortly.

Very truly yours,

  
John V. Snellings

JVS/adb  
Enclosure

BOS1446129.2

**LAW DEBENTURE TRUST COMPANY OF NEW YORK**

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE SUBJECT SECURITIES

*ALL DEPOSITORIES, CUSTODIANS, AND OTHER SUCH INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RETRANSMITTAL TO SUCH BENEFICIAL OWNERS IN A TIMELY MANNER*

**IMPORTANT NOTICE TO THE BENEFICIAL HOLDERS OF  
8.45% CUMULATIVE QUARTERLY INCOME PREFERRED SECURITIES, SERIES A  
OF MONTANA POWER CAPITAL I**

CUSIP NO. 612083204\*

**NOTICE TO BENEFICIAL HOLDERS OF INTENT TO EXERCISE CHARGING LIEN**

Reference is made to a certain Indenture, dated as of November 1, 1996, by and between The Montana Power Company, a Montana corporation ("Montana Power") and The Bank of New York, as trustee, pursuant to which Montana Power issued certain 8.45% Junior Subordinated Debentures (the "Debentures"), (said Indenture, as amended from time to time, the "Indenture"). Northwestern Corporation, a Delaware corporation (the "Debtor"), subsequently assumed all obligations of Montana Power under the Indenture and the Debentures. Reference is also made to a certain Amended and Restated Trust Agreement, dated as of November 1, 1996 (the "Trust Agreement"), by and among Montana Power, The Bank of New York as property trustee and others named therein, pursuant to which Montana Power Capital I, a Delaware statutory business trust, issued certain 8.45% Cumulative Quarterly Income Preferred Securities, Series A (the "QUIPS"). Law Debenture Trust Company of New York now serves as successor Trustee (the "Indenture Trustee") under the Indenture and the Debentures and as successor property trustee under the Trust Agreement.

NOTICE IS HEREBY given to the registered holders of the QUIPS of the following:

On September 14, 2003, the Debtor filed with the United States Bankruptcy Court for the District of Delaware (the "Court") a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") (Bankruptcy Case No. 03-12872), which filing constitutes an Event of Default under the Indenture.

On April 16, 2004, Magten and the Indenture Trustee (together with Magten, the "Plaintiffs") commenced an adversary proceeding (Adversary Proceeding No. 04-53324-PBL) (the "Adversary Proceeding") against the Debtor. The Plaintiffs are pursuing, among other things, an alleged fraudulent conveyance claim against the Debtor which arose out of a so-called "going flat" transaction in which the Debtor acquired in 2002 substantially all of the assets and liabilities of its wholly-owned subsidiary, Clark Fork and Blackfoot LLC ("Clark Fork") (formerly known as NorthWestern Energy, LLC and the successor by merger to Montana Power). According to the Plaintiffs, this transaction rendered Clark Fork insolvent and undercapitalized, and thereby injured the creditors of Clark Fork, including Magten and all of the other holders of the QUIPS.

On August 20, 2004, the Court granted in part, and denied in part, the Debtor's motion to dismiss the Plaintiffs' complaint in the Adversary Proceeding. The Court held that the Plaintiffs lacked standing as creditors of Clark Fork to pursue this fraudulent conveyance claim, unless they can prove the release of Clark Fork in the "going flat" transaction was obtained "through actual fraud or part of a fraudulent scheme." Because of the complexities of this claim and the uncertainties of any litigation, the Indenture Trustee cannot predict whether or not it will prevail in this Adversary Proceeding.

On October 12, 2004, the Court issued an order (the "Confirmation Order"), confirming the Debtor's Second Amended and Restated Plan of Reorganization (the "Plan"). Under the Plan, the Class 8 creditors are divided into two subclasses: Class 8(a) which includes only those creditors who hold so-called TOPrS Notes, and Class 8(b) which includes only those holders of QUIPS. Prior to the Court issuing its Confirmation Order, certain holders of TOPrS Notes had entered into a settlement with the Debtor (the "TOPrS Settlement") which resulted in Class 8(a) voting to accept the Plan. The holders of the QUIPS voted as a Class to reject the Plan. In connection with confirming the Plan, the Court found that the Plan did not discriminate unfairly against, and was fair and equitable with respect to, the holders of the QUIPS as Class 8(b) creditors, despite the objections of the Indenture Trustee and Magten Asset Management Corp. ("Magten"), the beneficial owner and holder of more than 33% of the issued and outstanding QUIPS.

The Debtor declared the Plan effective on November 1, 2004 (the "Effective Date"). As more particularly described in the Plan, the holders of the QUIPS had the right to choose one of the following two (2) options: (a) Option No. 1 - to receive a distribution similar to that being offered to the holders of the TOPrS as a result of the TOPrS Settlement; or (b) Option No. 2 - to receive Class 9 treatment as a general unsecured creditor of a claim arising from that recovery, if any, that may result from the Adversary Proceeding (as described below).

In addition to the distribution provided QUIPS holders, the Plan provides for payment of the reasonable fees and expenses of the Indenture Trustee. Specifically, Section 5.18 of the Plan provides that on the Effective Date, Debtor will pay the Indenture Trustee's fees and expenses in full and in cash, in an amount to be agreed upon by the Debtor and Indenture Trustee. The Plan further provides that if the fees and expenses of an Indenture Trustee are not reimbursed in full by the Debtor, then any deficiency may be paid out of the distributions received by the Indenture Trustee on behalf of its respective class of claimants.

Despite the language in the Plan and a notice posted by the Debtor on its web site saying that all fees and expenses of the Indenture Trustee would be paid on the Effective Date, no such payment was received by the Indenture Trustee. By letter dated November 9, 2004, the Debtor informed the Indenture Trustee that none of its fees and expenses would be paid. On November 10, 2004, the Indenture Trustee informed its sole registered holder, Cede & Co., that it intended to exercise its charging lien with respect to the distributions to be received by the QUIPS holders pursuant to the Plan and that no distribution may be made to the QUIPS holders until further notice from the Indenture Trustee. In addition to fees and expenses incurred to date, the Indenture Trustee informed the Debtor that it may also hold back a reasonable reserve for its anticipated fees and expenses in the Adversary Proceeding. By letter dated November 15, 2004,

the Debtor indicated that it may be willing to pay a portion of the Indenture Trustee's fees and expenses through the Effective Date. To date, however, no agreement has been reached.

This Notice is provided for informational purposes only. The Trustee will continue to notify you from time to time as circumstances warrant. Holders with questions regarding this notice should contact Law Debenture either in writing at 767 Third Avenue, 31<sup>st</sup> Floor, New York, NY 10017, or by telephone at (212) 750-0888.

**LAW DEBENTURE TRUST COMPANY OF NEW YORK, Dated: December 16, 2004**  
as successor Indenture Trustee

*\*Law Debenture Trust Company of New York includes CUSIP numbers for the convenience of our bondholders. We assume no responsibility for the selection or use of such numbers and make no representation as to the correctness of any CUSIP number listed above.*

# **EXHIBIT C**





**NIXON PEABODY LLP**  
ATTORNEYS AT LAW

100 Summer Street  
Boston, MA 02110-2131  
(617) 345-1000  
Fax: (617) 345-1300

John V. Snellings  
Direct Dial: (617) 345-1202  
E-Mail: jsnellings@nixonpeabody.com

December 30, 2004

**BY OVERNIGHT COURIER**

Karol K. Denniston, Esq.  
Paul, Hastings, Janofsky & Walker LLP  
600 Peachtree Street, N.E., 24<sup>th</sup> Floor  
Atlanta, GA 30308

Re: Northwestern Corporation

Dear Karol:

This letter will confirm that I am in receipt of your letter of December 21, 2004 regarding Law Debenture Trust Company of New York's ("Law Debenture") request for payment of fees and expenses. Unfortunately since you chose to send the December 21 letter by regular mail at the busiest time of the year for the Post Office, I did not receive it until just yesterday, December 29.

We are disheartened that the Debtor has made so little progress in its review of Law Debenture's fees and expenses. Law Debenture's fee request, filed on December 1, 2004, provided the Debtor with all necessary information to analyze Law Debenture's request for fees and expenses and specifically segregated the fees related to the QUIPS Litigation. Indeed, we also segregated specific activity relating to various processes and procedures in the Northwestern bankruptcy such as communication with QUIPS holders; participation in the Creditors Committee; review of general bankruptcy matters; preparation of proofs of claim; and plan and disclosure statement matters. Consistent with local rules and procedures, the Debtor was provided with all individual time entries, including descriptions of the related tasks in connection with specific matters. It is not until well after our letter of December 17 and nearly a month's time since the December 1 filing that we received a response from the Debtor. Such a delay is inconsistent with the Debtor's purported desire to work with Law Debenture to resolve these issues.

NIXON PEABODY LLP

Karol K. Denniston, Esq.

December 30, 2004

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Notwithstanding the Debtor's apparent desire to simply "spin its wheels" on the issue of Law Debenture's fees and expenses, I am enclosing for you a copy of an Excel spreadsheet that breaks out all of Nixon Peabody's time entries by the categories as represented in the fee request. As you will see, each spreadsheet category is broken out by a numerical code which coincides with the alphabetical code in the fee request. While the spreadsheet contains the very same information we provided you in Law Debenture's request, it may be that this format will assist the Debtor in moving this matter forward.

I am also concerned about your desire to have more details regarding the subjects discussed in conference calls without your having identified any particular time entry. Such a request may be seeking information subject to the attorney-client privilege, the attorney work product doctrine, and any other legally recognized privilege, doctrine or immunity. Moreover, the Debtor's request is overly broad and unduly burdensome.

While the Debtor's concerns appear to be focused on the Plan and those procedures established by Section 5.18, we too are focused on the Plan, especially those sections that indicate that the QUIPS holders will be treated the same as the TOPrS. The fact that the ToPrS' indenture trustee fees and expenses have been paid, as well as those of HSBC, but Law Debenture must incur further fees and expenses in order to obtain the same promised treatment is inconsistent with the Plan. To better understand how the Debtor has exercised its judgment regarding whose fees it will pay and whose it will not, I request that you forward me the following documents:

1. All documents furnished to the Debtor by Wilmington and/or Harbert which evidences or relates to the professional fees and expenses they incurred in connection with the Chapter 11 proceeding.
2. All documents furnished to the Debtor by HSBC which evidences or relates to expenses it incurred in connection with the Chapter 11 proceeding.

It is our hope that we can resolve any issues regarding Law Debenture's fees and expenses prior to the hearing on January 26 in Butte, Montana. However, the Debtor needs to realize that pursuant to its Plan, it cannot favor certain indenture trustees over others. The same standards, if any, that the Debtor applied when agreeing to pay Wilmington's and HSBC's fees should be applied here with regard to Law Debenture's.

Please call me if you have any further questions.

Very truly yours,

  
John V. Snellings

JVS/adb  
Enclosure

Date	TKPR Name	Billed Amt	Bs Hrs	Narrative	P Code
10/22/2003	Darwin, Amanda	210	0.5 (.2).	Telephone conference with Dan Fisher (.3); review incoming correspondence from Mr. Fisher's office	1
10/3/2003	Darwin, Amanda	420	1	Review incoming documentation from Ms. Wilms (.8); correspondence to Ms. Wilms (.2). Review prospectus regarding QUIPS (.4); review summary of restructuring proposals (.6); several telephone conferences with Bank of New York and Law Debenture regarding successorship issues (.6); follow-up telephone conference with Mr. Fisher regarding the same (.3); review issues relating to subdebt in preparation for meeting (.5).	1
10/7/2003	Darwin, Amanda	1,008.00	2.4	subdebt in preparation for meeting (.5). Review summary of Committee representation (.5); review SEC 10-K filings (.4); review certain bankruptcy filings (.3); review certain press releases (.3); attend Creditors' Committee meeting (5.0);	1
10/8/2003	Darwin, Amanda	3,150.00	7.5	review materials provided at meeting (1.0).	1
10/8/2003	Darwin, Amanda	1,134.00	2.7	Travel time.	1
10/8/2003	Hamblett, Frank S.	222	0.6	Correspondence with Mr. Tyas and Ms. Russo regarding Tripartite Agreement.	1
10/9/2003	Darwin, Amanda	84	0.2	Review correspondence to Debtors' counsel regarding Tripartite Agreement. Review incoming correspondence and recommendation regarding Lazard retention (.5); review	1
10/9/2003	Darwin, Amanda	336	0.8	incoming explanation regarding low rate of return on South Dakota assets (.3).	1
10/9/2003	Hamblett, Frank S.	148	0.4	Review Tripartite Agreement and follow up e-mail correspondence with Mr. Tyas regarding same (.4);	1
10/10/2003	Hamblett, Frank S.	111	0.3	Follow up telephone call with Mr. Tyas and Ms. Ayers regarding Tripartite Agreement (.3);	1
10/15/2003	Hamblett, Frank S.	148	0.4	Telephone calls with and e-mail messages to Mr. Tyas regarding Tripartite Agreement.	1
10/16/2003	Hamblett, Frank S.	111	0.3	Follow up telephone calls with Mr. Tyas regarding Tripartite Agreement.	1
10/20/2003	Darwin, Amanda	252	0.6	Review trust agreement regarding certain powers/duties of property trustee (.6).	1
10/20/2003	Hamblett, Frank S.	185	0.5	Correspondence with Mr. Tyas, Mr. Fisher and Ms. Siegal regarding Tripartite Agreement.	1
10/21/2003	Hamblett, Frank S.	1,110.00		Review Debtor's comments to Tripartite Agreement and make further revisions (1.4); review 3 resignation provision of property trust agreement and property notice to holders regarding same (1.6). Review revisions to tripartite agreement (.4); review suggested form for solicitation of security holder	1
10/22/2003	Darwin, Amanda	294	0.7	consent (.3). Make final edits to Tripartite Agreement and e-mail correspondence with Ms. Russo, Mr. Fisher and	1
10/22/2003	Hamblett, Frank S.	666	1.8	Mr. Tyas regarding same. Telephone calls with Ms. Siegal and Mr. Healy regarding successorship and review indentures	1
10/27/2003	Hamblett, Frank S.	333	0.9	regarding same.	1

10/28/2003 Hamblett, Frank S.	407	Telephone calls with and e-mail messages to Ms. Siegel and Mr. Fisher regarding Tripartite Agreement/open issues (.4); further review Property Trust Agreement (.7).	1
10/29/2003 Darwin, Amanda	84	0.2 Review response of Bank of New York attorney to our views on successorship (.2).	1
10/29/2003 Hamblett, Frank S.	259	0.7 Telephone calls with and e-mail messages to Mr. Curchack regarding property trustee/successorship.	1
10/30/2003 Hamblett, Frank S.	111	0.3 E-mail message to Ms. Siegel regarding Tripartite Agreement.	1
10/31/2003 Hamblett, Frank S.	222	E-mail correspondence and telephone conference with Ms. Siegel and Mr. Curchack regarding Tripartite Agreement/final revisions.	1
11/3/2003 Hamblett, Frank S.	148	0.4 Follow up correspondence with Ms. Siegel and Mr. Curchack regarding Tripartite Agreement.	1
11/5/2003 Hamblett, Frank S.	111	0.3 Follow up correspondence with Ms. Siegel and Ms. Russo regarding successorship/open issues.	1
11/11/2003 Hamblett, Frank S.	111	0.3 Follow up telephone calls with Ms. Siegel and Ms. Russo regarding Tripartite Agreement/open issues.	1
11/12/2003 Hamblett, Frank S.	111	0.3 Telephone calls with Ms. Russo regarding Tripartite Agreement/comments.	1
11/13/2003 Darwin, Amanda	168	0.4 Follow up on Tripartite Agreement and review of exchange of correspondence regarding same (.4).	1
11/13/2003 Hamblett, Frank S.	296	Review and revise Tripartite Agreement and e-mail correspondence with Mr. Tyas, Ms. Russo and Mr. Fisher regarding same.	1
11/14/2003 Hamblett, Frank S.	259	Make some final revisions to Tripartite Agreement and e-mail message to Ms. Russo and Mr. Tyas regarding same.	1
11/17/2003 Darwin, Amanda	126	0.3 Review revisions to Tripartite Agreement (.3).	1
11/18/2003 Darwin, Amanda	84	0.2 Review revisions to Tripartite Agreement (.2).	1
11/18/2003 Hamblett, Frank S.	222	Review revisions to Tripartite Agreement and e-mail correspondence with Ms. Russo, Mr. Tyas and Mr. Fisher regarding same.	1
11/24/2003 Hamblett, Frank S.	518	0.6 Mr. Fisher regarding same.	1
11/25/2003 Hamblett, Frank S.	259	Prepare notice to preferred security holders regarding Law Debenture's appointment and review trust agreement regarding same (.1); correspondence with Ms. Russo regarding Tripartite Agreement/property trustee (.3).	1
11/26/2003 Darwin, Amanda	84	E-mail messages to Mr. Tyas and Ms. Russo regarding Tripartite Agreement/open items (.3); revise 0.7 notice to holders (.4).	1
12/3/2003 Darwin, Amanda	294.00	0.2 Follow-up regarding status of Tripartite Agreement (.2).	1
12/3/2003 Hamblett, Frank S.	111	0.7 Follow-up regarding Tripartite Agreement (.7).	1
		0.3 E-mail correspondence with Mr. Tyas and Ms. Russo regarding Tripartite Agreement/status.	1
12/8/2003 Hamblett, Frank S.	592	Several telephone calls with and e-mail messages to Mr. Tyas regarding Tripartite Agreement/status 1.6 (.5); revise notice to holder regarding appointment of Law Debenture as Property Trustee (1.1).	1
12/10/2003 Hamblett, Frank S.	74	0.2 Follow up telephone call with Mr. Tyas regarding Tripartite Agreement/director votes.	1

12/11/2003 Hamblett, Frank S.	185	Review revisions to Tripartite Agreement and Director Votes and correspondence with Mr. Tyras 0.5 regarding same.	1
12/12/2003 Hamblett, Frank S.	148	0.4 E-mail correspondence with Mr. Tyras, Ms. Russo and Mr. Fisher regarding closing/open issues. Review Incoming correspondence from Mr. Fisher (.2); review capital structure (.4); review issues relating to 2019 Statements (.5); review pleadings and other items in preparation for meeting (.5);	1
12/15/2003 Darwin, Amanda	798	1.9 correspondence to Mr. Kornberg regarding successorship (.3).	1
12/16/2003 Hamblett, Frank S.	74	0.2 E-mail correspondence with Mr. Tyras regarding Tripartite Agreement/status. Follow-up regarding resolutions (.3); correspondence from and to Committee counsel (.2); follow-up regarding company sign-off regarding attendance at meeting (.3); correspondence to Mr. Fisher 1 regarding exofficio status (.2).	1
12/17/2003 Darwin, Amanda	420	0.7 Follow up with Ms. Russo and Mr. Tyras regarding Tripartite Agreement.	1
12/17/2003 Hamblett, Frank S.	259	Telephone calls with Mr. Fisher regarding TIA issue (.3); attend to Tripartite Agreement/outstanding 0.6 items (.3).	1
12/22/2003 Hamblett, Frank S.	222		1
1/26/2004 Darwin, Amanda	773.50	Extended telephone conference with holder (.6); correspondence to Mr. Healy (.2); extended telephone 1.7 conference with Mr. Savitz (holder) (.6); follow-up correspondence with Mr. Savitz regarding same (.3).	1
4/5/2004 Hamblett, Frank S.	792	1.8 Prepare indemnity agreement.	1
4/6/2004 Hamblett, Frank S.	792.00	1.8 Revise indemnity agreement with Magten (1.8). Review Incoming correspondence regarding finalizing indemnity agreement (.3). Finalize assurance 1.3 letter and correspondence to Ms. Costello and Mr. Kaplan regarding same (1.0).	1
4/8/2004 Darwin, Amanda	591.5	Revise follow-up letter to Mr. Curchack regarding property trustee/transfer (.7). Telephone call with Mr. 0.9 Healy regarding same (.2).	1
4/12/2004 Hamblett, Frank S.	396	0.5 Review form of joint defense agreement (.5).	1
4/13/2004 Darwin, Amanda	227.5	0.4 Follow up with Mr. Curchack and Mr. Healy regarding property trustee/transfer.	1
4/14/2004 Hamblett, Frank S.	176	0.3 Follow-up telephone calls with Mr. Curchack regarding property trustee/successorship. Review solicitation package from Mr. Curchack regarding property trust of successorship and follow up 0.8 telephone calls with Mr. Curchack regarding same.	1
5/6/2004 Hamblett, Frank S.	132	0.6 Follow up with Mr. Curchack regarding property trustee/successorship (.3). Further review Debtor's amended schedules (.2). Follow up call with Mr. Curchack regarding property 0.4 trustee/successorship (.2).	1
5/7/2004 Hamblett, Frank S.	352		1
5/12/2004 Hamblett, Frank S.	132		1
5/19/2004 Hamblett, Frank S.	176		1

5/27/2004 Darwin, Amanda	1,911.00	Review and sign motion pro hoc vice (.7). Correspondence from and to local counsel (.4). Follow-up regarding ADP notice status (.3). Several telephone conferences with and e-mail correspondence with holders (.8). Research and respond to inquiries (.7). Review information to be included in a notice to holders (.5). Review timeline regarding balloting and confirmation (.4). Review plan provisions	1
6/2/2004 Hamblett, Frank S.	704	4.2 regarding class treatment (.4). Follow up with Ms. Denniston regarding solicitation packages/distribution (.3). Further review	1
6/3/2004 Hamblett, Frank S.	924	1.6 Indenture/amendments regarding waiver issue (1.3). Telephone calls and e-mail correspondence to Ms. Denniston and Mr. Healy regarding solicitation packages and distribution (.5). Further review indenture and related amendments regarding waiver	1
6/7/2004 Darwin, Amanda	136.5	2.1 issue (1.4). Telephone call with Mr. Curchack regarding property trustee (.2).	1
6/9/2004 Hamblett, Frank S.	704	0.3 Review certain Indenture provisions. 1.6 Further analyze/research issue regarding trustee/waiver. Review scope of research regarding waivers (.2). Review agenda for upcoming hearing/determine coverage (.2). Review bondholder consent issues (.4). Review indenture trustee duties under Indenture	1
6/10/2004 Darwin, Amanda	500.5	1.1 (.3).	1
6/15/2004 Hamblett, Frank S.	1,276.00	Review and mark up response to debtor's motion to dismiss and telephone call with Ms. Costello	1
6/25/2004 Hamblett, Frank S.	748	2.9 regarding same (2.7). Telephone conference with Mr. Curchack regarding missing documentation (.2). Telephone call with Mr. Curchack regarding property trustee/successorship (.3). Prepare Tripartite	1
6/29/2004 Hamblett, Frank S.	704	1.7 Agreement for successorship of property trustee (1.4). 1.6 Revise Tripartite Agreement (.8). Prepare notice to holders (.8).	1
7/1/2004 Hamblett, Frank S.	1,232.00	Revise tripartite agreement for property trustee and correspondence with Mr. Curchack and Mr. Healy	1
7/2/2004 Hamblett, Frank S.	308	2.8 regarding same (1.5). Revise notice to holders (1.3).	1
7/6/2004 Coughlin, Robert J.	198	0.7 Revise tripartite agreement. 0.4 Advice regarding Property Trust, Delaware business trust statute. Telephone calls and e-mail correspondence with Mr. Healy, Ms. Siegal and others regarding tripartite agreement and revise same to incorporate comments (1.2). Review trust agreement regarding	1
7/6/2004 Hamblett, Frank S.	1,364.00	3.1 liquidation procedures/mechanisms/tax issues (1.3). Revisenotice to holders (.6).	1
7/7/2004 Hamblett, Frank S.	704	Follow up with Mr. Curchack regarding tripartite agreement and revise same to incorporate comments	1
7/8/2004 Hamblett, Frank S.	176	1.6 (.9). Review docket regarding Adversary Proceeding (.2). Revise notice to holders (.5). Follow up with Mr. Curchack regarding tripartite agreement/liquidation issues and additional revisions	1
7/9/2004 Hamblett, Frank S.	1,012.00	0.4 to tripartite agreement. Revise notice to holders (1.6). Review docket regarding Adversary Proceeding (.3). Correspondence	1
		2.3 with Ms. Satin regarding tripartite agreement (.4).	1



7/12/2004 Morrissey, Francis	577.5	1.5 Review possible objections to confirmation and work on discovery responses.	1
7/13/2004 Hamblett, Frank S.	88	0.2 E-mail correspondence with Mr. Curchack regarding tripartite agreement (.2).	1
7/15/2004 Hamblett, Frank S.	176	0.4 Follow up with Mr. Curchack and Mr. Fisher regarding tripartite agreement/open issues.	1
7/16/2004 Darwin, Amanda	409.5	0.9 Review notice to holders regarding adversary proceeding and ballooning (.9).	1
7/16/2004 Hamblett, Frank S.	484	Prepare and circulate for execution tripartite agreement and telephone calls and e-mail	1
7/19/2004 Darwin, Amanda	546	1.1 correspondence with Mr. Curchack and Mr. Fisher regarding same.	1
7/19/2004 Hamblett, Frank S.	836	Review summary of court proceedings from Ms. Miller (.3). Review outgoing correspondence (.2).	1
7/20/2004 Hamblett, Frank S.	220	Review timing of bondholder notice and upcoming deadlines (.2). Review requested revisions to	1
7/21/2004 Hamblett, Frank S.	352	1.2 tripartite agreement (.2). Review incoming pleadings (.3).	1
7/22/2004 Hamblett, Frank S.	264	Revise and recirculate tripartite agreement and several telephone calls with Ms. Satin regarding same	1
7/23/2004 Hamblett, Frank S.	352	(1.3). Review consent solicitation/results (.3). Correspondence with Mr. Healy regarding notice to	1
7/27/2004 Hamblett, Frank S.	484	1.9 holders (.3).	1
7/29/2004 Hamblett, Frank S.	1,056.00	Telephone calls and e-mail correspondence with Ms. Satin regarding tripartite agreement/closing	1
8/4/2004 Darwin, Amanda	455	0.5 issues (.5).	1
8/4/2004 Hamblett, Frank S.	836.00	Follow up with Ms. Satin regarding tripartite agreement/open issues and revise tripartite agreement to	1
8/31/2004 Simpson, Varya	1,440.00	0.8 incorporate additional comments.	1
9/1/2004 Monroe, James S.	1,040.00	0.6 Further revise tripartite agreement to incorporate additional comments from BNY.	1
9/2/2004 Hamblett, Frank S.	968	Several telephone calls and e-mail correspondence with Ms. Satin, Ms. Siegel and Mr. Fisher	1
9/2/2004 Monroe, James S.	1,196.00	0.8 regarding tripartite agreement/closing.	1
9/2/2004 Simpson, Varya	2,475.00	Draft letter to Mr. Healy regarding tripartite agreement (.2). Further review trust agreement indenture	1
		1.1 regarding liquidation/dissolution (.9).	1
		2.4 Research/analyze issue regarding indenture trustee/role/bankruptcy proceedings.	1
		Telephone conference with Mr. Fisher and Mr. Healy (.4). Review issues regarding representation of	1
		1 holders/time of purchase (.3). Review issues relating to trade agreements regarding securities (.3).	1
		1.9 Analyze/research issue regarding bondholders/disclosure/fraudulent transfer (.1.9).	1
		3.2 Research on trustee issues regarding filing of bankruptcy claims and rights of minority holders.	1
		Research and legal analysis regarding indenture trustee's standing to pursue securities law and tort	1
		2 claims on behalf of existing and former bondholders.	1
		2.2 Further analyze/research issue regarding indenture trustee's standing to pursue securities law claims on	1
		Research and legal analysis regarding indenture trustee's standing to pursue securities law claims on	1
		2.3 behalf of existing and former bondholders.	1
		Legal research regarding issue of liability of trustee to represent holder pre-and-post-fraudulent	1
		3.5 transfer.	1
		5.5 Research issues of Trustee duties to prior bondholders in fraudulent transfer claim.	1

9/7/2004 Hamblett, Frank S.	1,100.00	Review 9/15/04 agenda for omnibus hearing (.2). Telephone call with Mr. Healy regarding objection/status (.2). Further analyze/research issue regarding trustee fiduciary duty to prior holders 2.5 (2.1).	1
9/8/2004 Simpson, Varya	810	1.8 Research case law regarding Trustee's duty to Bondholders under case in bankruptcy.	1
9/9/2004 Hamblett, Frank S.	1,276.00	Revise notice to holders (1.1). Analyze issues regarding continuation objection/strategy (.9). Further	1
9/9/2004 Simpson, Varya	2,790.00	2.9 research issue regarding trustee liability to prior holders (.9). 6.2 Research case law regarding Trustee's duty to Bondholders.	1
9/10/2004 Hamblett, Frank S.	1,188.00	Revise notice to holders (1.4). Further research issue regarding trustee liability to prior bondholders 2.7 (1.3).	1
9/10/2004 Simpson, Varya	1,170.00	2.6 Research Trustee's requirements to pursue claims in NorthWestern bankruptcy case.	1
9/11/2004 Simpson, Varya	2,160.00	Research issues and draft memo on Trustee issues of standing and liability in connection with 4.8 NorthWestern bankruptcy.	1
9/12/2004 Simpson, Varya	3,195.00	Research issues and draft memo on Trustee issues of standing and liability in connection with 7.1 NorthWestern bankruptcy.	1
10/7/2003 Hamblett, Frank S.	1,258.00	Review SEC filing regarding capital and debt structure of Debtors (2.1); review bankruptcy, various 3.4 dockets and pleadings (1.3)	1
8/9/2004 Darwin, Amanda	728.00	Review incoming correspondence from QJJP holder (.2). Review case law regarding representation 1.6 of holders by indenture trustee (1.0). Conference call with Mr. Fisher and Mr. Healy (.4).	1
10/8/2003 Darwin, Amanda	168.00	0.4 Review inquiry from Paul Hastings regarding Tripartite Agreement and respond to same.	2
10/8/2003 Hamblett, Frank S.	666	1.8 Further review SEC filings regarding debt structure/capitalization.	2
10/9/2003 Hamblett, Frank S.	259	0.7 Further review SEC filings regarding debt structure (.7)	2
10/10/2003 Darwin, Amanda	462	Review capital structure (.4); review debt at senior and mid-range levels (.4); review incoming 1.1 correspondence from Committee counsel (.3).	2
10/10/2003 Hamblett, Frank S.	481	1.3 Further review SEC filings regarding debt/cap structure (1.3).	2
10/14/2003 Darwin, Amanda	378	Review incoming information from Committee counsel regarding KERP and other matter (.4); review 0.9 summary regarding discussion with Debtor regarding retention of financial advisor (.5). Review draft retention application (.4); review incoming correspondence from Committee counsel regarding Securities Trading Motion (.5); review issues relating to successorship on certain trusteeships/possible conflicts regarding same (.7); review prospectuses regarding securities (.4); review press releases from Company regarding stockholder litigation (.4); review allegations regarding 2.8 fraudulent transfer (.4). 0.3 Review correspondence from Debtor's counsel.	2
10/15/2003 Darwin, Amanda	1,176.00		2
10/16/2003 Darwin, Amanda	126		2



10/17/2003 Darwin, Amanda	294	0.7 Review exchange of e-mails regarding upcoming conference call (.3); review Incoming pleadings (.4).	2
10/20/2003 Darwin, Amanda	84	0.2 Review incoming correspondence from Committee counsel regarding tomorrow's call (.2).	2
		Review provisions of trust agreement regarding appointment of successor by security holders (.4); review roles of property trustee/necessity of transfer (.4); review upcoming matters to be heard by court at next omnibus hearing (.3); review issues relating to DIP (.4); review incoming correspondence and agenda for conference call (.4); review analysis provided by NOR (.5); review proposal of Houlihan, 3.7 Lockey regarding range of KERF payments (.5); Committee conference call (.8).	
10/21/2003 Darwin, Amanda	1,554.00		2
10/27/2003 Darwin, Amanda	294	0.7 Review Debtor's motion regarding Credit Facility (.4); review status of bid process on Expanets (.3). Review capital structure/assumed holders at various levels (.5); review incoming correspondence from 1.2 Mr. Kornberg (.3); review Committee's objection to DIP motion (.4). Review incoming correspondence from Houlihan, Lokey (.2); review analysis of competing bids for 0.8 Expanets (.4); review results of auction of Expanets (.2).	2
10/28/2003 Darwin, Amanda	504		2
10/29/2003 Darwin, Amanda	336		2
		Review Incoming request of Magten to serve on Committee and correspondence to Mr. Kornberg 1.3 regarding the same (.7); review Committee make-up (.3); telephone conference with Mr. Fisher (.3). 0.8 Review incoming correspondence from Mr. Kornberg (.2); review credit agreement (.6). Review incoming correspondence from Committee counsel (.2); review Houlihan presentation regarding financial projects (.5); review agenda items for next conference call (.2); review letter from counsel to Magten (.4); review Fried Frank issues related to Committee representation (.5); 2 correspondence to Mr. Kornberg (.2). Review incoming correspondence from Committee counsel (.3); review order of court regarding 0.8 trading/ethical screen (.5). Review incoming materials in preparation for upcoming conference call (.4); Committee conference call 1.7 (.3).	2
11/4/2003 Darwin, Amanda	840		2
11/7/2003 Darwin, Amanda	336		2
11/10/2003 Darwin, Amanda	714		2
11/12/2003 Darwin, Amanda	672	1.6 Review docket and upcoming hearings (.5); review Houlihan overview of KERF proposal (1.1). Review incoming analysis by Houlihan of revised KERF arrangements (.7); review Committee 1.1 correspondence regarding compromise reached with CFO candidate (.3). 0.3 Conference with Mr. Fisher. Review financial results for 3rd Quarter 2003 (.4); review Incoming press release regarding Miltown 0.7 Dam dispute (.3). Make some final edits to Tripartite Agreement and e-mail message to Ms. Russo and Mr. Fisher 0.9 regarding same (.6); review Guarantee Agreement (.3).	2
11/13/2003 Darwin, Amanda	420		2
11/14/2003 Darwin, Amanda	126		2
11/17/2003 Darwin, Amanda	294		2
11/17/2003 Hamblett, Frank S.	333		2

11/18/2003 Darwin, Amanda	126	0.3 Review issues relating to bondholder representation on Committee (.3).	2
11/19/2003 Darwin, Amanda	252	0.6 Review incoming pleadings and correspondence.	2
11/21/2003 Ciafone, Christina	142.5	1.5 Research and draft notice of appearance.	2
11/21/2003 Darwin, Amanda	210	0.5 Review letter requesting shareholder committee and review committee members' comments to same.	2
11/24/2003 Darwin, Amanda	126	0.3 Review notice of appearance.	2
11/25/2003 Ciafone, Christina	47.5	0.5 Further drafting of notice of appearance and correspondence regarding the same.	2
		Review incoming correspondence from Mr. Kornberg (.1); review issues representation (.4); review incoming correspondence from Committee counsel (.1); review issues relating to request for equity committee (.3).	
11/26/2003 Darwin, Amanda	378	0.9 relating to request for equity committee (.3).	2
12/1/2003 Darwin, Amanda	84	0.2 Review correspondence among Committee members regarding request for Equity Committee (.3); review correspondence from Committee counsel to same (.3); correspondence to Committee counsel (.3); investigate reports regarding valuation (.9); review S&P analysis regarding solvency of (.3); NorthWestern (.8); review incoming correspondence from Ms. Gill (.2).	2
12/2/2003 Darwin, Amanda	1,176.00	Review correspondence to US Trustee regarding Equity Committee (.5); review incoming 1 correspondence from Committee counsel (.4).	2
12/8/2003 Darwin, Amanda	420	0.3 Review incoming correspondence from Committee counsel.	2
12/10/2003 Darwin, Amanda	126	0.2 Review incoming correspondence from Committee counsel regarding upcoming meeting.	2
12/11/2003 Darwin, Amanda	84	Telephone conference with Mr. Healy (.3); correspondence to Mr. Healy (.2); review incoming press 0.7 clipping regarding payments to insiders (.2).	2
12/12/2003 Darwin, Amanda	294	3.7 Travel time.	2
12/18/2003 Darwin, Amanda	1,554.00	Review items on docket (.3); Committee Meeting (2.5); follow-up discussion with Ms. Moss (.3); review 3.5 confidentiality agreement (.4).	2
12/18/2003 Darwin, Amanda	1,470.00		
12/19/2003 Darwin, Amanda	1,260.00	Review Company correspondence regarding Deutsche fees (.3); review Committee position letter regarding Deutsch fees (.4); review incoming correspondence from Mr. Diamond (.2); telephone conference with Ms. Siegel (.3); correspondence to Mr. Curchack(.2); follow-up on issues to be reviewed regarding transfer of assets (.5); correspondence to and from Ms. Siegel (.3); review notes 3 from Committee Meeting and next action items (.6); review incoming correspondence from Ms. Gill (.2).	2
12/23/2003 Darwin, Amanda	84	0.2 Review incoming correspondence from Committee counsel.	2
		Review issues related to Company's proposed plan terms (.3); review structure of transaction (.3); review Guarantee Agreement (.5); review incoming press release from Company and forward same to client (.3); review inquiry from Committee counsel and correspondence to Committee counsel regarding 1.9 same (.5).	2
12/24/2003 Darwin, Amanda	798		2

12/30/2003 Darwin, Amanda	504	Review changes in entity names upon purchase by NorthWestern of Montana Power and other matters (.5); review incoming correspondence from Committee counsel regarding Colstrip (.2); review issues 1.2 relating to proposed purchase by third party of Montana assets (.5).	2
12/31/2003 Darwin, Amanda	420	Review issues relating to objections to legal fees regarding Colstrip plant and review of Committee 1 correspondence regarding same.	2
1/5/2004 Darwin, Amanda	182	0.4 Review incoming correspondence from Committee counsel.	2
1/7/2004 Darwin, Amanda	910	Review incoming revisions to Company's confidentiality agreement and incoming correspondence from and to Mr. Healy regarding same (.7); forward comments to Committee counsel regarding same (.2); review incoming change from Company counsel and correspondence to Mr. Healy regarding same (.4); review status of receipt of certain documents and other information from Bank of New York (.5); 2 review incoming correspondence from Bank of New York's counsel (.2).	2
1/8/2004 Darwin, Amanda	682.50	Review incoming correspondence from Committee counsel (.3); review incoming correspondence from Mr. Fisher and respond to same (.6); telephone conference with Mr. Curchack (.4); review incoming 1.5 correspondence from Bank of New York (.2).	2
1/8/2004 Hamblett, Frank S.	968	Follow up with Ms. Siegel, Ms. Russo and Mr. Curchack regarding missing documentation and review SEC records regarding same (1.4); research issue regarding corporate history of mergers and 2.2 acquisitions (.8).	2
1/9/2004 Darwin, Amanda	1,501.50	Correspondence to and from Mr. Kaplan (.4); review information from Montana Secretary of State regarding corporate history of NorthWestern Energy LLC (.4); review assumption of liabilities by NorthWestern Corp (.3); review fraudulent transfer allegations by creditors of Clark Fork (.4); review issues relating to amounts covered by Guarantee and assumption of those liabilities (.5); review correspondence from Mr. Fisher (.2) correspondence to Mr. Fisher updating him on communications with Maglen (.3); correspondence to and from Mr. Fisher on follow-up issues (.4); telephone conference with Ms. Costello of Fried Frank regarding factual background regarding asset transfers 3.3 (.4).	2
1/9/2004 Hamblett, Frank S.	352	0.8 Further analyze history regarding Northwestern mergers.	2
1/9/2004 Moore, Carlene	115.5	Review and research matters regarding Montana entities (.3); telephone conferences and e-mails with 0.7 CT Corporation regarding entities' status (.2).	2
1/12/2004 Darwin, Amanda	682.50	Telephone conference with Mr. Curchack's office regarding assumption of guarantee by Debtor and other issues (.5); telephone conference Mr. Pedersen regarding same (.5); review incoming materials 1.5 from Mr. Pedersen (.5).	2
1/14/2004 Darwin, Amanda	273	Review incoming correspondence from Committee Counsel regarding holdings by various Indenture trustees and correspondence to Ms. Gil regarding same (.4); review correspondence from and to client 0.6 (.2).	2

1/15/2004 Darwin, Amanda	136.5	0.3 Review incoming as-filed proofs of claim. Review update on omnibus hearing (.2); review incoming request from Committee counsel (.2); forward 0.6 requested information to Ms. Gill (.2).	2
1/16/2004 Darwin, Amanda	273		2
1/20/2004 Darwin, Amanda	591.5	Follow-up correspondence from and to Fried, Frank (.3); review and revise 2019 Statement (.4); review 1.3 prospectus for Preferred Securities (.4); review follow-up correspondence from Committee counsel (.2).	2
1/21/2004 Darwin, Amanda	91	0.2 Review incoming press clipping from Committee counsel.	2
1/22/2004 Darwin, Amanda	136.5	0.3 Review incoming inquiry from Fried, Frank. Telephone conference with Ms. Costello (.3); correspondence to Mr. Healy (.2); telephone conference with Mr. Healy (.3); follow-up with Ms. Costello (.3); review inquiry from holder (.4); correspondence to 1.9 Ms. Costello and Mr. Healy (.4).	2
1/23/2004 Darwin, Amanda	864.5	3.3 Research and prepare Service List for Notice of Appearance.	2
1/23/2004 Swiatocha, Michael	363		2
1/26/2004 Darwin, Amanda	1,729.00	Review Incoming memo regarding reimbursement of fees for D&O litigation (.5); correspondence from and to Mr. Healy regarding same (.4); review incoming correspondence from Ms. Gill (.2); review proofs of claims filed by HSBC and Wilmington (.6); review issues raised by Montana medium-term 3.8 noteholders (.4); review Notice of Appearance (.5); draft and revise 2019 Statement (1.2).	2
1/26/2004 Swiatocha, Michael	176	Draft and revise Certificate of Service (1.4); correspondence with Debtor's counsel regarding updated 1.6 Service List (.2). Assign tasks regarding service list/certificate of service (.4); review incoming advisory pleadings and others (.3); telephone conference with Mr. Healy (.3); correspondence to Ms. Costello regarding upcoming meeting (.3); review issues regarding constituencies impacted by fraudulent trustee (.5); review certain SEC filings (.4); review docket (.3); telephone conference with Mr. Healy (.3); review docket (.3); review certain aspects of valuation analysis (.5); review Incoming correspondence from Mr. Healy (.2); correspondence to Committee counsel (.2); review Incoming correspondence from Fried, 4.2 Frank (.2).	2
1/27/2004 Darwin, Amanda	1,911.00	1.4 Revise Service List and correspondence with Debtor's counsel regarding same.	2
1/27/2004 Swiatocha, Michael	154	Review incoming correspondence from Committee counsel (.3); review incoming correspondence from Mr. Embry (.2); review issues relating to D&O litigation (.3); telephone conference with Ms. Costello 1.1 regarding fraudulent transfer analysis (.3).	2
1/28/2004 Darwin, Amanda	500.5	Prepare and send Notice of Appearance and Statement by Client as Indenture Trustee and Guaranteee 4.6 Trustee Pursuant to Rule 2019.	2
1/29/2004 Darwin, Amanda	506	4.8 Travel time to and from meeting in New York.	2
	2,184.00		2

1/29/2004 Darwin, Amanda	910	Correspondence from and to Mr. Healy (.2); follow-up correspondence to Mr. Healy (.2); meeting with Mr. Fisher (.3); meeting with Mr. Fisher and attorneys from Maglen (1.0); follow-up meeting with Mr. Fisher (.3).	2
1/29/2004 Snellings, John V.	297	0.6 Participate in telephone conference with Maglen counsel on fraudulent conveyance claims.	2
1/30/2004 Darwin, Amanda	1,137.50	Review incoming complaint regarding Colstrip (.4); telephone conference with Ms. Moss (.3); review correspondence to and from Ms. Siegel (.3); letter to U.S. Trustee (.3); review successorship document	2
1/30/2004 Snellings, John V.	198	2.5 (.4); extended telephone conference with holder(.4); analysis of holder's inquiry (.4).	2
2/2/2004 Boyle, Meghan	66	0.4 Conference with Ms. Darwin on responding to bondholder concerns and possible litigation.	2
		0.3 Initial analysis of merger transaction.	2
2/2/2004 Darwin, Amanda	1,183.00	Review incoming correspondence from holder (.2). Review debt tranches (.4). Assign tasks/issues to be researched (.4). Review issues regarding statute of limitations (.4). Telephone conference with M.	2
2/2/2004 Duncan, Jason	0	2.6 Costello (.3). Correspondence to M. Costello (.2). Review incoming documents regarding merger (.7).	2
2/2/2004 Swatocha, Michael	33	0.4 Begin research on voidability of merger transaction.	2
2/3/2004 Boyle, Meghan	1,034.00	0.3 Docket research.	2
		4.7 Review documents (.7). Search SEC filings and draft memo regarding terms of merger (4.0).	2
2/3/2004 Darwin, Amanda	955.5	Review docket and incoming pleadings (.2). Review incoming correspondence from M. Costello (.2).	2
2/3/2004 Swatocha, Michael	77	Correspondence from and to T. Moss (.4). Telephone conference with T. Moss (.3). Telephone	2
		2.1 conference with M. Costello (.3). Research inquiry from holder (.7).	2
		0.7 Docket research on PACER.	2
2/4/2004 Boyle, Meghan	1,364.00	Search SEC filings and draft memo regarding terms of merger and index documents (3.0). Search	2
		6.2 SEC filings for any prospectus addressing other unsecured debt (1.5). Revision of memo (1.7).	2
2/4/2004 Darwin, Amanda	1,274.00	Review issues relating to Company's disclosures regarding priority (.8). Compile documents requested by Maglen (.3); review assumption of guarantee/innovation issues (.4); correspondence to and from M.	2
		Costello (.4); telephone conference with M. Costello (.3); follow-up regarding bondholder inquiry	2
2/5/2004 Boyle, Meghan	1,232.00	2.8 regarding disclosures (.6).	2
		Draft memorandum regarding the priority of Northwestern Corporation's unsecured debt (1.5). Review documents for any breach of the terms of the Indenture regarding the mergers (1.5). Further review of	2
2/5/2004 Darwin, Amanda	1,001.00	5.6 documents and SEC filings (2.6).	2
2/6/2004 Boyle, Meghan	0	Review findings regarding underlying transaction on 8/13/03 (1.0). Review incoming correspondence from U.S. Trustee regarding offer (.3); correspondence to P. Healy (.3). E-mail correspondence to I.	2
		2.2 Siegel (.3). Telephone conference with P. Healy (.3).	2
		1.9 Revise memorandum.	2

2/6/2004 Darwin, Amanda	682.5	Review various prospectuses regarding priority (.5). Review issues regarding Owner Trustee fees and expenses (.4). Review incoming pleadings (.2). Telephone conference with P. Healy and follow-up correspondence to P. Healy (.4). Review incoming fax from I. Siegel (.2). Correspondence to I. Siegel (.2). Correspondence to P. Healy and D. Fisher (.4).	2
2/10/2004 Darwin, Amanda	364	0.5 Revise client memorandum.	2
2/11/2004 Boyle, Meghan	0	0.2 Review incoming correspondence from D. Fisher.	2
2/11/2004 Darwin, Amanda	91	Correspondence to and from D. Fisher regarding Confidentiality Agreement (.3). Forward signature 0.4 pages to D. Fisher (.1).	2
2/12/2004 Darwin, Amanda	182	Telephone conference with M. Costello regarding upcoming Committee call (.4). Correspondence to D. Fisher and P. Healy (.4). Correspondence to Committee counsel (.2). Telephone conference with P. Fisher and P. Healy (.4).	2
2/13/2004 Darwin, Amanda	637	1.4 Healy (.4).	2
2/17/2004 Darwin, Amanda	409.5	0.9 Review agenda (.2). Conference call (.7). Review incoming correspondence from Committee counsel and comments of Committee members 0.7 thereto.	2
2/18/2004 Darwin, Amanda	318.5	Review incoming correspondence from Committee (.2). Follow-up regarding correspondence to U.S. 0.7 Trustee (.2). Review incoming correspondence from Committee counsel (.3).	2
2/19/2004 Darwin, Amanda	318.5	0.3 Correspondence with U.S. Trustee regarding appointment to Creditors' Committee.	2
2/19/2004 Hamblett, Frank S.	132	Review incoming pleadings (.3). Review settlement with Wells Fargo (.8). Telephone conference with J. Austin's office (.3). E-mail correspondence to G. Kaplan (.3). Review minutes of last two Committee meetings (.4). Review summary of hearings and agenda for next omnibus hearing (.3). Follow-up 2.7 telephone conference with J. Austin's office (.3).	2
2/23/2004 Darwin, Amanda	1,228.50	Correspondence to P. Healy and D. Fisher (.4). Review incoming correspondence from G. Kaplan (.2). Review memo from Fried, Frank (.6). Review correspondence from B. Scheler and correspondence to B. Scheler (.4). Review correspondence from G. Kaplan (.2). Correspondence to P. Healy and D. 2 Fisher (.2).	2
2/24/2004 Darwin, Amanda	910	Analyze arguments stated in Magten memo (1.0). Review financial results/results of Montana 1.8 operations (.8).	2
2/25/2004 Darwin, Amanda	819	0.7 Review incoming pleadings (.4). Follow-up correspondence from Debtor's counsel's office (.3).	2
3/1/2004 Darwin, Amanda	318.5	0.4 Review incoming correspondence from Mr. Kaplan (.2). Review incoming pleadings (.2).	2
3/4/2004 Darwin, Amanda	182	0.6 Review incoming correspondence from Mr. Kornberg (.4). Review incoming pleadings (.2)	2
3/8/2004 Darwin, Amanda	273	Correspondence from and to Mr. Fisher and Mr. Healy regarding availability for next Committee 0.7 meeting (.4). Review incoming correspondence from Committee counsel (.3).	2
3/9/2004 Darwin, Amanda	318.5	0.4 Telephone conference with Mr. Kaplan.	2
3/10/2004 Darwin, Amanda	182		2



3/11/2004 Darwin, Amanda	273	Review incoming correspondence from Ms. Gil (.2). Review issues to be discussed on Committee call 0.6 (.4).	2
3/12/2004 Darwin, Amanda	728.00	Review incoming pleadings (.4). Review incoming correspondence from Mr. Embry (.2). Review incoming correspondence from Company counsel (.5). Telephone conference with Ms. Costello (.3).	2
3/12/2004 Hamblett, Frank S.	1,012.00	1.6 Review incoming correspondence from Ms. Costello (.2).	2
3/15/2004 Hamblett, Frank S.	132.00	2.3 Begin reviewing Plan and Disclosure Statement.	2
3/17/2004 Darwin, Amanda	1,092.00	0.3 Owner Trustee (.3).	2
3/17/2004 Shellings, John V.	247.5	Telephone conference with Mr. Kinder, QJIP holder (.4). Review possible causes of action to add to complaint (.8). Review certain provisions of Plan and Disclosure Statement (.6). Review Incoming 2.4 Inquiries from holders (.4). Review incoming pleadings (.2).	2
3/18/2004 Darwin, Amanda	1,820.00	0.5 Meeting with Ms. Darwin on Thursday call.	2
		Review materials in preparation for conference call (.4). Creditors Committee conference call (1.3). Follow-up call with Mr. Kaplan (.3). Review incoming pleadings (.5). Review and revise comments to 4 Plan and correspondence to Mr. Fisher and Mr. Healy regarding same (1.5).	2
		Review incoming correspondence from Committee counsel regarding PUCHA issues to be discussed on call (.4). Conference with Mr. Dewes regarding same (.3). Review minutes of prior meeting (.3). Correspondence from and to Mr. Healy regarding call (.3). Committee conference call (.7). Follow-up conference with Mr. Healy (.3). Conference with Mr. Dewes regarding regulatory issues (.3). Review incoming correspondence regarding vote of indenture trustees regarding extension motion (.2). Review issues relating to motion to life stay and correspondence to Mr. Healy to set up time to speak about 3.2 same (.4).	2
3/22/2004 Darwin, Amanda	1,456.00	Participate in conference call to discuss PUCHA issues regarding Northwestern and exemption sought 0.8 by Northwestern from PUHCA and review possible state utility commission claims.	2
3/22/2004 Dewees, Robert L. Jr.	376	0.1 Review issues to be discussed on 3/23 call.	2
3/22/2004 Shellings, John V.	49.5	Review Paul, Weiss memo (1.0). Review incoming correspondence from Mr. Healy (.3). Review issues relating to Committee response memo (.8). Review correspondence in response to Comanche (.3). Review issues relating to regulatory approvals/PUCHA (.5). Telephone conference with Ms. Costello 3.2 (.3).	2
3/23/2004 Darwin, Amanda	1,456.00	Review incoming correspondence from Ms. Costello (.2). Review issues to be discussed in proposed conference call (.2). Correspondence to and from Mr. Healy and Mr. Fisher (.4). Review issues relating to upcoming call with Fried, Frank tomorrow (.7). Review correspondence from Mr. Fisher and Mr. Healy (.3). Review correspondence from Ms. Costello (.2). Follow-up correspondence to Mr. Fisher and Mr. Healy (.3). Conference call with Mr. Dewes regarding PUCHA filing (.3). Correspondence to 2.9 and from Ms. Costello (.3).	2
3/24/2004 Darwin, Amanda	1,319.50		2

3/25/2004 Darwin, Amanda	546	Review incoming correspondence from Ms. Costello (.2). Telephone conference with Ms. Costello (.3). Follow-up correspondence with Ms. Costello regarding same (.4). Review e-mail correspondence from 1.2 and to Mr. Kaplan regarding minutes (.3).	2
3/30/2004 Berman, Mark	151.5	0.3 Analyze possible theories to be used against bankrupt by creditors of subsidiaries.	2
3/30/2004 Darwin, Amanda	910.00	Review incoming correspondence from Ms. Gil and correspondence to Ms. Gil (.3). Telephone conference with Ms. Costello (.3). Review items still at issue regarding PUCHA filings (.7). Research 2 regarding inquiry from Ms. Costello and correspondence to Ms. Costello regarding same (.7).	2
3/30/2004 Snellings, John V.	742.5	Prepare for meeting with Committee regarding litigation and meeting with Magten counsel, including 1.5 review motion for relief.	2
3/31/2004 Darwin, Amanda	409.5	Prepare for conference call (.2). Conference call with Ms. Moss and Mr. Herman regarding Indenture 0.9 Trustee comments to the Plan (.7).	2
5/6/2004 Snellings, John V.	0	0.4 Review U.S. Trust letter removing us from Committee.	2
	67,088.00		
12/3/2003 Darwin, Amanda	1,134.00	Review request for Equity Committee (.6); review incoming correspondence from Committee counsel (.2); review request from U.S. Trustee for Committee input (.4); review response of Committee counsel (.3); review standards for equity committee formation and comparison with El Paso Electric (.5); correspondence to Committee counsel (.2); review incoming information regarding addition of Magten 2.7 (.5).	3
3/24/2004 Snellings, John V.	99	0.2 Follow-up on meeting with Magten to discuss outstanding legal issues.	3
3/26/2004 Darwin, Amanda	819	Review incoming correspondence from Committee counsel and summary of upcoming motions (.5). Review incoming pleadings (.2). Review Committee minutes and correspondence to Ms. Gil regarding same (.4). Review Committee counsel response on Mr. Kaplan's comments to minutes (.3). Review 1.8 issues of corporate headquarters location/cost savings for Company (.4).	3
4/1/2004 Darwin, Amanda	591.5	Review incoming proposed response motion from Committee counsel (.2). Correspondence from and to Ms. Moss (.3). Conference call with Ms. Moss and Mr. Herman (.3). Review suggested change of 1.3 HSBC regarding distribution provisions of plan (.5).	3
4/2/2004 Darwin, Amanda	227.5	0.5 Review inquiry from Mr. Healy (.2). Correspondence to Mr. Healy in response (.3). Review PUCHA issues with Mr. Dewees (.5). Telephone conference with Mr. Healy regarding documents to be prepared (.3). Follow-up e-mail to Mr. Healy (.2). Review incoming correspondence 1.4 from Houlihan, Lokey (.4).	3
4/5/2004 Darwin, Amanda	637.00		3



4/5/2004 Dewees, Robert L. Jr.	658	1.4 debt offering (.4).	3
4/6/2004 Darwin, Amanda	409.50	Review incoming correspondence from Committee counsel regarding equity committee (.2). Review	3
4/6/2004 Dewees, Robert L. Jr.	188	0.9 letter to BNY's counsel (.4). Correspondence to Ms. Fisher and Mr. Healy (.3).	3
		0.4 Review FERC orders for Northwestern financing.	3
4/7/2004 Darwin, Amanda	1,729.00	Review motions to be heard tomorrow (.4). Review incoming pleadings and responses regarding same	3
4/7/2004 Dewees, Robert L. Jr.	705	(.2). Telephone conference with Ms. Costello regarding Maglen's comments (.4). Review indemnity	3
4/8/2004 Darwin, Amanda	91	agreement in accordance with same (.6). Draft letter to Fried Frank (.6). Forward revised agreement to	3
4/8/2004 Dewees, Robert L. Jr.	235	Ms. Costello (.2). Review letter to BNY's counsel and correspondence to Mr. Fisher regarding same	3
		(.5). Review and revise letter to Fried Frank in accordance with comments from Mr. Snellings (.6).	
		3.8 Telephone conference with Ms. Costello regarding factual basis for assertions in complaint (.3).	
		Review FERC filings by Northwestern seeking financing approvals (1.0). Review MBIA Insurance	
		1.5 protest to the proposed financings (.5).	
		0.2 Review incoming pleadings (.2).	
		Review Northwestern's FERC financing filings (.3). Emails to/from Ms. Whittle regarding FERC filings	
		0.5 (.2).	3
		Review information gathered from special counsel to the Committee (.2). Review questions to be	
		raised with Wilmington's counsel (.3). Review complaint for state claims (.3). Correspondence to Mr.	
		Herrmann regarding PUHCA claims (.2). Review incoming correspondence from Committee counsel	
		(.2). Review incoming correspondence from Mr. Kaplan (.2). Review impact of rulings on PUHCA claim	
		(.4). Telephone conference with Mr. Kaplan (.3). Review incoming summary from Committee counsel	
		3.1 (.3). Review timing of upcoming filings, issues of local counsel (.7).	3
		Review draft complaint to SEC (.2). Conference with Ms. Darwin (.1). Review responses filed in August	
		0.5 2003 to FERC data requests on financings (.2).	3
		Telephone calls with Mr. Curchack regarding property trustee/transfer (.3). Prepare follow-up letter to	
		0.8 Mr. Curchack regarding same (.5).	3
4/9/2004 Darwin, Amanda	1,410.50		
4/9/2004 Dewees, Robert L. Jr.	235		
4/9/2004 Hamblett, Frank S.	352		

4/12/2004 Darwin, Amanda	1,547.00	Review incoming inquiry from Mr. Fisher (.4). Draft summary of court hearing in response to same (.8). Review incoming correspondence from BNY's counsel (.2). Review issues relating to trading activity (.5). Review Wilmington court pleadings regarding compelling DTC to disclosure (.4). Review possible issues relating to filing of complaint (.3). Review on-going role of property trustee/possible collapse of trust (.4). Review Ms. Moss' changes to plan (.4).	3
4/13/2004 Darwin, Amanda	318	0.7 Review incoming pleadings (.3). Review update on financial performance (.4). Correspondence to Mr. Healy (.2). Correspondence to Ms. Costello (.2). Review appointment to Committee (.5). Review issues relating to electronic filings (.5). Review issues relating to joint defense agreement (.6). Review Committee materials regarding going flat transaction (.6). Review incoming pleadings (.2). Review incoming inquiry from holder (.2). Telephone conference with Committee counsel regarding distribution/DTC procedures (.2). Correspondence to and from Ms. Costello (.2).	3
4/14/2004 Darwin, Amanda	1,638.00	3.6 Correspondence to Mr. Healy and Mr. Fisher (.2). Review incoming correspondence from Mr. Healy (.2). Telephone conference with Mr. Healy (.4). Follow-up regarding results of consent solicitation of Bank of New York regarding property trusteeship (.1.0). Review outgoing correspondence to Bank of New York counsel (.4). Review incoming correspondence from Committee counsel (.4). Correspondence to Mr. Burnett (.3). Correspondence to Ms. Costello (.3). Review items to be included in notice to holders (.1.0). Review follow-up from Blank, Rome (.5). Conference call with Ms. Costello and Mr. Kaplan (.3). Review form of notice to holders and 5.2 revise same (.4).	3
4/15/2004 Darwin, Amanda	2,366.00	Conference with Ms. Darwin on order for relief (.4). Review notice to holders (.4). Teleconference with 1.2 Mr. Burnett at Blank, Rome (.4).	3
4/15/2004 Snellings, John V.	594.00	Review Northeastern's FERC filings and reports of positions taken by Montana Public Service 0.8 Commission members and lawyers on NorthWestern's reorganization and what jurisdiction PSC has. Review and analyze Debtor's letter regarding Maglen/Adversary Proceeding/options (.4). Review 0.7 Committee's minutes (.3).	3
4/21/2004 Dewees, Robert L. Jr.	376	Review meeting agenda (.2). Review letter from Paul Haslings requesting removal from Committee 1.1 (.7). Conference with Mr. Hamblett on response (.2).	3
4/21/2004 Hamblett, Frank S.	308	Prepare for and participate in Creditors' Committee conference call (1.8). Draft letter to U.S. Trustee 3.1 regarding same (.9). Review Committee by-laws (.4).	3
4/21/2004 Snellings, John V.	544.5	0.1 Review issues relating to Debtor's motion to remove Committee members.	3
4/22/2004 Hamblett, Frank S.	1,364.00		3
4/22/2004 Harrington, Lee	31.5		3

4/23/2004 Hamblett, Frank S.	1,804.00	Review letters from U.S. Trustee and Paul Weiss regarding Creditors' Committee/Law Debenture and telephone call with Mr. Fisher regarding same (1.1). Revise response letter to U.S. Trustee (1.9). Review response of CSFB to motion of Maglen for an order to clarify Court's ruling granting Maglen relief from automatic stay (.8). Review Debtors' proposed orders denying joinder of McGreevey and Comanche Park in Maglen's motion for relief (.3).	3
4/23/2004 Snellings, John V.	643.5	Review letters to Committee members (.4). Review U.S. Trustee's request for response to removal (.3).	3
4/26/2004 Hamblett, Frank S.	1,276.00	1.3 Research removal issue (.5). Further research issue regarding Creditors' Committee/adverse interest and revise response letter to U.S. Trustee regarding same (2.6). Further review of by-laws (.3).	3
4/26/2004 Snellings, John V.	297	2.9 U.S. Trustee regarding same (2.6). Further review of by-laws (.3). Conference with Mr. Hamblett regarding letter to U.S. Trustee (.3). Review Committee counsel's letter to Committee (.3). Review voluminous pleadings, including those regarding Maglen motion for emergency telephonic hearing (1.0). Review outcome and Judge's comments regarding same (.3). Commence review of letter to U.S. Trustee to add arguments regarding role of members (.4). Review basis for removal and review exchange of correspondence with U.S. Trustee regarding same (.5). Review issue regarding non-consolidation and insider transactions within one year of filing (.7). Review issue regarding classifications of claims (.4). Review incoming comments from Mr. Fisher (.3). Review and revise letter in response to same (.5). Further research issue regarding Creditors' Committee/adverse interests and revise response letter to U.S. Trustee. 0.5 Revise letter to U.S. Trustee and review client comments regarding the same.	3 3 3
4/27/2004 Darwin, Amanda	1,865.50	4.1 In response to same (.5).	3
4/27/2004 Hamblett, Frank S.	1,364.00	3.1 U.S. Trustee.	3
4/27/2004 Snellings, John V.	247.5	0.5 Revise letter to U.S. Trustee and review client comments regarding the same.	3
4/28/2004 Darwin, Amanda	2,866.50	Review issues regarding functionality of Committee (6). Review line of cases regarding conflicts of members (.5). Revise and finalize letter to U.S. Trustee (1.0). Forward appropriate correspondence to others in light thereof (.2). Review incoming letter from Maglen (.3). Correspondence to and from Mr. Fisher (.3). Review incoming correspondence from Mr. Schmechel (.3). Review issues relating to statements made by Company at time of purchase of Montana Power and conference with Mr. Dewees regarding same (.6). Review Comanche request for separate subcommittee (.6). Review conduct of Debtors' counsel as alleged by Maglen (.6). Review agenda for Committee meeting/lack of notice of vote (.3). Review minutes of Committee meetings (.3). Correspondence to Committee counsel 6.3 regarding changes to same (.3). Review statement of ad hoc equity committee (.4). Conference with Ms. Darwin regarding Comanche Park documents from the sale docket at the Montana PSC (.4). Review documents from PSC proceeding regarding Montana Power sale (1.0). 1.7 Review FERC filings by NorthWestern on financing application (.3).	3 3
4/28/2004 Dewees, Robert L. Jr.	799		3

4/28/2004 Hamblett, Frank S.	792.00	1.8 docket regarding objection deadline (.2). Review Committee agenda from 4/22, issue of exclusion (.2). Review Komberg letter (.4). Review OC letter to U.S. Trustee (.3). Review Maglen letter to U.S. Trustee (.4). Review Comanche letter (.2). 2 Review/revise letter to U.S. Trustee (.5). Review court orders regarding lift-stay motions (.3). Review transcript of lift-stay hearing (.6). Review issues relating to standing and to CSFB liens (.5). Review issues relating to by-laws/obligations of 1.9 members to recuse themselves (.5).	3
4/28/2004 Snellings, John V.	990.00		3
4/29/2004 Darwin, Amanda	864.50	Telephone conference with Ms. Whittle concerning applicability of Public Utility Holding Company Act, if equity committee holds more than 10% of debtor's common stock (.3). Review responses to data 0.9 requests in the sale docket regarding independence of Montana Power from NorthWestern (.6). 0.2 Telephone call with Mr. Burnett regarding conflict issues/local counsel (.2). Follow up regarding alternatives to Black, Rome as local counsel (.4). Review incoming pleadings and orders (.2). Review issues relating to Maglen request for separate committee or subcommittee and review by-laws regarding same (.6). Review standard for objection to releases of officers and directors (.5). Correspondence to Mr. Monaco (.2). Review incoming correspondence from Committee counsel (.2). Telephone conference with Ms. Costello (.3). Review incoming correspondence regarding Wilmington pleadings (.3). Correspondence to Mr. Fisher and Mr. Healy regarding objection and other 3.5 matters (.3). Review status of other objections filed (.5).	3
4/30/2004 Darwin, Amanda	1,592.50	Review Montana PSC decision on sale of Montana Power Company to NorthWestern Corporation (1.3). Conference with Ms. Whittle regarding Public Utility Holding Co. Act issue and equity committee in the bankruptcy proceeding (.5). Review NorthWestern's 10-K on issue of approvals needed for 2.9 transfer of assets from Montana Power LLC to NorthWestern Corporation (1.1). 0.3 Follow-up with Mr. Curchack regarding property trustee/transfer (.3). Review incoming correspondence from counsel to State of Montana (.3). Review objection to feasibility/financial data (.6). Review incoming objection of McGreevy defendants (.5). Review Wilmington motion for requested relief (.4). Review issues relating to D&O releases (.5). Review objection regarding factual allegations (.4). Review service requirements (.5). Review Wilmington 3.6 motion regarding factual allegations relating to PUHCA filing (.4).	3
4/30/2004 Dewees, Robert L. Jr.	1,363.00		3
4/30/2004 Hamblett, Frank S.	132.00		3
5/3/2004 Darwin, Amanda	1,638.00		3

5/3/2004 Dewees, Robert L. Jr.	1,927.00	4.1 (2.1). Conference with Ms. Darwin regarding strategies available to Law Debenture (.5). Review and revise objection to disclosure statement and coordinate filing same (1.4); telephone call with Mr. Burnett regarding Law Debenture/local counsel (.3).	3
5/3/2004 Hamblett, Frank S.	748	1.7 with Mr. Burnett regarding Law Debenture/local counsel (.3).	3
5/4/2004 Darwin, Amanda	2,639.00	Review incoming objection to disclosure statement (.5). Review incoming correspondence from Mr. Fisher (.4). Review correspondence from Blank, Rome and telephone conference with Ms. Costello regarding same (.7). Review incoming Committee counsel response to Magten (.7). Review incoming objections to disclosure statement and other pleadings (.5). Correspondence from Committee and Mr. Fisher regarding upcoming Committee meeting (.5). Review factual basis for claims (.5). Review action of Wilmington regarding SEC proceeding (.4). Review possible claims/recoveries related to proceeding (.5). Review impact of application for exemption being voided (.5). Telephone conference with Ms. Costello (.3). Correspondence to Mr. Fisher (.3).	3
5/4/2004 Dewees, Robert L. Jr.	235	0.5 Analyze Wilmington Trust's motion to lift automatic stay regarding PUHCA issue (.5). Correspondence with Mr. Murphy, Mr. Kaden and Mr. Friedman regarding same (.8). Review pledge 1.7 agreements, interrogatory notes and related documents (.9).	3
5/4/2004 Hamblett, Frank S.	748.00		3
5/4/2004 Snellings, John V.	346.5	0.7 Teleconference with Mr. Felger regarding local counsel (.3). Review Wilmington motion for relief (.4).	3
5/5/2004 Darwin, Amanda	182	0.4 Review correspondence from Mr. Fisher (.2). Correspondence to Mr. Fisher (.2). Review NorthWestern's FERC applications for financing (2.0). Telephone conference with Mr. Schmechel regarding PSC proceedings concerning the Montana sale docket and other PSC proceedings concerning the transfer of assets (.8). Telephone conference with Mr. Schmechel regarding CSFB financings and their knowledge of NorthWestern's finances (.6). 3.4 regarding CSFB financings made by NorthWestern Corporation (1.3). Analyze strategy going forward (.3). Review FERC's Westar decisions on segregation of utility-related and non-utility unsecured debt standards (1.4). Telephone conference with Ms. Whittle and notes to file regarding 3.4 PUHCA "bad faith" issue (.4).	3
5/5/2004 Dewees, Robert L. Jr.	1,598.00		3
5/6/2004 Dewees, Robert L. Jr.	1,598.00	3.4 PUHCA "bad faith" issue (.4).	3
5/6/2004 Snellings, John V.	198	0.4 Review letter from U.S. Trustee on Committee removal (.4).	3
5/6/2004 Whittle, Elizabeth W	121.5	0.3 Telephone conference with Mr. Dewees regarding NorthWestern bankruptcy.	3
5/18/2004 Snellings, John V.	396	0.8 Draft e-mail memo on hearing to client (.4). Conference with Mr. Hamblett on various issues (.4).	3
5/24/2004 Snellings, John V.	198	0.4 Review documents/pleadings.	3
6/2/2004 Darwin, Amanda	182	0.4 Review incoming pleadings.	3

6/9/2004 Darwin, Amanda	1,183.00	Telephone conference with Mr. Healy regarding possible meeting with Montana Power Authority (.3).	3
6/11/2004 Snellings, John V.	396	Review materials regarding possible offer to purchase (.3). Follow-up e-mail correspondence and telephone conference with Mr. Healy (.7). Review summary of outcome of hearing (.3). Review	3
6/22/2004 Darwin, Amanda	91	2.6 documentation needed for reply on regulatory issues/disclosures (1.0).	3
6/30/2004 Darwin, Amanda	273	0.8 Review pleadings and other filings in general case.	3
7/2/2004 Darwin, Amanda	182	0.2 Review judge's comments from the bench.	3
		0.6 Review issues relating to claim against officers and directors.	3
7/6/2004 Darwin, Amanda	364	0.4 Review incoming pleadings.	3
7/9/2004 Darwin, Amanda	136.5	Review incoming pleadings (.5). Review outgoing correspondence and incoming correspondence from	3
7/14/2004 Snellings, John V.	247.5	0.8 client (.3).	3
		0.3 Review press release regarding settlement with Montana PSC.	3
		0.5 Review stipulation with ARCO.	3
7/15/2004 Darwin, Amanda	546	Review incoming press clipping regarding McGreevy settlement (.3). Correspondence to Mr. Fisher	3
8/10/2004 Morrissey, Francis	115.5	and Mr. Healy regarding same (.2). Correspondence to client regarding Wilmington motion to set aside	3
8/12/2004 Darwin, Amanda	136.5	1.2 claim (.3). Review ancillary motions (.4).	3
		Review docket regarding Harbert's failure to object to confirmation and possible settlement with estate	3
		0.3 (.1). Review Indenture Trustee's statement of clarification (.2).	3
		0.3 Review incoming pleadings.	3
8/26/2004 Darwin, Amanda	1,820.00	Review motion to approve M.O.U. (.5). Review M.O.U. (.6). Review releases proposed under the plan	3
9/3/2004 Morrissey, Francis	1,347.50	(.8). Review ballot and balloting procedures and review supplement regarding same (1.0). Review	3
12/19/2003 Hamblett, Frank S.	333	4 adversary complaint against Magten (.6). Review Magten response to discovery (.5).	3
12/22/2003 Hamblett, Frank S.	444	3.5 Prepare objection to exit financing and conference with Mr. Snellings.	3
		0.9 Begin preparing proofs of claims.	3
		1.2 Revise proofs of claim (1.2).	3
12/23/2003 Hamblett, Frank S.	703	Review bar date order and indentures, and revise proofs of claims (1.6); correspondence with Mr.	3
12/24/2003 Hamblett, Frank S.	592	1.9 Healy and Ms. Russo regarding same (.3).	3
12/29/2003 Hamblett, Frank S.	74	1.6 Further review Guarantee Agreement and related Trust Agreement and revise proofs of claims.	3
12/31/2003 Hamblett, Frank S.	333	0.2 Telephone call with Mr. Healy regarding proofs of claims.	3
1/5/2004 Ciafone, Christina	31.5	0.9 Revise proofs of claims.	3
		0.3 Conference with Mr. Hamblett to discuss filing of proof of claim in Delaware.	3
1/5/2004 Hamblett, Frank S.	704	E-mail correspondence with Ms. Siegel and Ms. Russo regarding Bar Date/additional	3
		1.6 documentation/information (.7); revise proofs of claim (.9).	3



1/6/2004 Darwin, Amanda	2,457.00	5.4 conference call from Mr. Kaplan (.4). Further review property trust and related guarantee agreement (.7); make some final edits to proofs of 2.4 claim and e-mail message to Mr. Fisher and Ms. Siegel regarding same (1.7).	3
1/6/2004 Hamblett, Frank S.	1,056.00		3
1/7/2004 Hamblett, Frank S.	352	0.8 Further review Property Trust Agreement and related Guarantee Agreement regarding liquidation.	3
1/8/2004 Darwin, Amanda	364.00	0.8 Follow-up regarding factual statements in proof of claim and basis for same (.8).	3
1/9/2004 Snellings, John V.	99	0.2 Advice regarding preserving cause of action in NorthWestern Corp. proof of claim. Review proofs of claim including investigation of mergers and succession of liability as well as 4.6 investigation and description of "going flat" transaction (4.6).	3
1/12/2004 Darwin, Amanda	2,093.00	Review and mark up addendum to proofs of claim and e-mail correspondence with Mr. Curchack 0.9 regarding same.	3
1/12/2004 Hamblett, Frank S.	396	0.8 Review addendum to proof of claim and comments to same.	3
1/12/2004 Snellings, John V.	396		3
1/13/2004 Darwin, Amanda	1,683.50	Additional revisions to proof of claim regarding possible fraudulent conveyance (1.0); review incoming correspondence from BNY counsel and additional deal documentation forwarded by them (.7); review potential damage claim (.4); correspondence from and to Mr. Healy (.2); telephone conference with Ms. Costello (.2); review additional provisions regarding fraudulent conveyance claim (.5); review Magten 3.7 proof of claim (.3); correspondence from and to Ms. Gil regarding filing of our claim (.4). Finalize and prepare proofs of claim for filing (2.8); further analyze issue regarding fraudulent 3.8 transfer/claim (1.0).	3
1/13/2004 Hamblett, Frank S.	1,672.00		3
1/13/2004 Snellings, John V.	247.5	0.5 Review revised proof of claim addendum. Telephone calls with Claims Agent regarding proofs of claim and e-mail correspondence with Mr. 0.4 Fisher and Mr. Healy regarding same.	3
1/14/2004 Hamblett, Frank S.	176	0.3 Confirm filing of proofs of claim (.3). Review exchange of e-mails from Debtor confirming distribution of ballots to Participants (.2). Review proposed objection joinder (.3). Review correspondence from Fried, Frank (.2). Review inquiry regarding principle/interest payments (.5). Review discrepancies in hearing notice (.4). Additional research and follow-up with BNY regarding interest payment dates (.6). Correspondence to Mr. Healy 2.9 and Mr. Fisher (.3). Review impact of PUHCA violations (.4).	3
1/20/2004 Darwin, Amanda	136.5		3
6/4/2004 Darwin, Amanda	1,319.50		3

6/7/2004 Dewees, Robert L. Jr.	4,183.00	8.9 LLC as a subsidiary or division of NOR (.5).	3
7/15/2004 Dewees, Robert L. Jr.	282	0.6 Review Wilmington Trust motion to disallow HSBC claims.	3
7/16/2004 Darwin, Amanda	500.5	Review pleadings of Wilmington (.3). Review issued raised by Wilmington's motion to set aside claim 1.1 (.3). Review issues raised by Montana PSC settlement (.3). Review inquiry from Mr. Fisher (.2).	3
7/16/2004 Dewees, Robert L. Jr.	658	1.4 Review Wilmington Trust motion to disallow HSBC Bank's claims and analyze PUHCA arguments.	3
7/26/2004 Snellings, John V.	1,633.50	Review case's decision on disqualification (.8). Discuss implications with Mr. Fisher and Ms. Darwin via 3.3 e-mail (.8). Review deposition schedule (.2). Prepare for deposition of Mr. Fisher (1.5). Review incoming pleadings (.2). Correspondence to Ms. Costello (.2). Conference call with Mr. Kaplan and Mr. Snellings (.4). Correspondence from and to Mr. Fisher regarding bondholder input (.5). Review case law cited by bondholder's attorney (.5). Review limited objections of U.S. Bank and Wells Fargo as indenture trustees (.5). Review issues relating to briefing schedule (.2). Review substance of place-3.4 holder objection (.3). Review certain disclosure issues (.6).	3
8/2/2004 Darwin, Amanda	1,547.00	3.4 holder objection (.3). Review issues relating to briefing schedule (.2). Review substance of place-	3
8/3/2004 Hamblett, Frank S.	528	1.2 Review objections of Wells Fargo and U.S. Bank regarding plan/indenture trustee fees.	3
8/5/2004 Snellings, John V.	1,188.00	Review pleading on McGreevey settlement and others (1.6). Draft memo on Magten's objection to 2.4 confirmation (.8).	3
8/6/2004 Darwin, Amanda	682.50	Review motion for reconsideration and corporate structure for NorthWestern Energy LLC (.6). Review Magten's argument regarding "x-clause" (.3). Review Wilmington argument regarding subordination 1.5 language (.3). Review incoming correspondence from Committee counsel (.3).	3
8/6/2004 Dewees, Robert L. Jr.	1,081.00	Review objection of Harbert Management to confirmation of plan with particular attention to PUHCA violation arguments (.6). Review Law Debuture's August 9 filing (.5). Consider securities law implication of a PUHCA violation and discuss same issue with Mr. Lee (.8). Review Harbert's PUHCA's 2.3 arguments and what remedy we can propose to the bankruptcy court (.4).	3